

RECORDATION NO. 20442-N FILED .

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JAN 11 '01 2-31 PM
TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

January 11, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Fifth Amendment to Loan Agreement, Chattel Mortgage and Security Agreement, dated as of December 22, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Loan Agreement, Chattel Mortgage and Security Agreement, which was previously filed with the Board under Recordation Number 20442.

The names and addresses of the parties to the enclosed document are:

Borrower: Southern Illinois Railcar Company
505 Buckeye Drive
Troy, IL 62294

Secured Party: Mercantile Bank National Association
101 North Main Street
Edwardsville, IL 62025

A description of the railroad equipment covered by the enclosed document is:

37 railcars bearing SIRX, RGCX and TM reporting marks and road numbers set forth on Exhibit A-5 attached hereto.

Mr. Vernon A. Williams
January 11, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum Fifth Amendment to Loan Agreement, Chattel Mortgage and Security Agreement, between Southern Illinois Railcar Company, Borrower, and Mercantile Bank, Secured Party, covering 37 railcars bearing SIRX, RGCX and TM reporting marks and road numbers set forth on Exhibit A-5 attached hereto.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF FIFTH AMENDMENT TO
LOAN AGREEMENT, CHATTEL MORTGAGE
AND SECURITY AGREEMENT**

JAN 11 '01

2-31 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FIFTH AMENDMENT TO LOAN AGREEMENT, CHATTEL MORTGAGE AND SECURITY AGREEMENT (this "Memorandum") dated as of December 22, 1999, is made by and between MERCANTILE BANK NATIONAL ASSOCIATION, a national banking association, with an office at 101 North Main Street, Edwardsville, Illinois 62025 (the "Bank") and SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, with its chief executive office and principal place of business at Executive Park Two, 505 Buckeye Drive, Troy, IL 62294 (the "Borrower").

Borrower and Bank hereby state the following:

1. Borrower and Bank are parties to that certain Loan Agreement, Chattel Mortgage and Security Agreement dated as of December 30, 1996 a Memorandum of which was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on January 2, 1997 and assigned recordation number 20442 (the "Loan Agreement"; capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby Bank loaned Borrower certain funds to facilitate the purchase of certain covered hopper railcars.
2. Borrower and Bank are parties to that certain First Amendment to Loan Agreement, Chattel Mortgage and Security Agreement (the "First Amendment") and Fixed Line of Credit Advance Note dated May 2, 1997, whereby Bank and Borrower renewed and amended the Loan Agreement to extend the term thereof, increase the amount borrowed thereunder and to secure the additional railcars identified therein, a Memorandum of which was recorded on May 16, 1997 and assigned recordation number 20442-A. The railcars which remain subject to the Loan Agreement, as amended by the First Amendment, are identified on *Exhibit A-1* attached hereto and incorporated herein (said railcars are referred to herein as the "Original Railcars").
3. Borrower and Bank are parties to that certain Second Amendment to Loan Agreement, Chattel Mortgage and Security Agreement dated February 23, 1998 (the "Second Amendment") whereby Bank and Borrower amended the Loan Agreement to add a new credit facility evidenced by a Term Loan Promissory Note, increase the amount borrowed thereunder and to secure the additional railcars identified on *Exhibit A-2* attached hereto and incorporated herein (the "Second Amendment Railcars"), a Memorandum of which was recorded on February 26, 1998 and assigned recordation number 20442-F.
4. Borrower and Bank are parties to that certain Third Amendment to Loan Agreement, Chattel Mortgage and Security Agreement dated July 1, 1998 (the "Third Amendment") whereby Bank and Borrower amended the Loan Agreement to add a new credit facility evidenced by a Term Loan Promissory Note, increase the amount borrowed thereunder and to secure the additional railcars identified on *Exhibit A-3* attached hereto and incorporated

herein (the "Third Amendment Railcars"), a Memorandum of which was recorded on February 26, 1998 and assigned recordation number 20442-J.

5. Borrower and Bank are parties to that certain Fourth Amendment to Loan Agreement, Chattel Mortgage and Security Agreement dated August, 1998 (the "Fourth Amendment") whereby Bank and Borrower amended the Loan Agreement to redefine the Second Amendment Railcars as identified on *Exhibit A-4* attached hereto and incorporated herein (the "Fourth Amendment Railcars"), a Memorandum of which was recorded on September 22, 1998 and assigned recordation number 20442-M.

6. Borrower and Bank are parties to that certain Fifth Amendment to Loan Agreement, Chattel Mortgage and Security Agreement and Related Promissory Notes dated of even date herewith (the "Fifth Amendment"; the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment and the Fifth Amendment are collectively referred to herein as the "Amendments") whereby Bank and Borrower amended the Loan Agreement to refinance the credit facility evidenced and to secure the additional railcars identified on *Exhibit A-5* attached hereto and incorporated herein (the "Fifth Amendment Railcars"; the Original Railcars, the Second Amendment Railcars, the Third Amendment Railcars, the Fourth Amendment Railcars and the Fifth Amendment Railcars are collectively referred to herein as the "Railcars").

7. In order to secure the prompt payment and performance of any and all of Borrower's obligations to Bank, Borrower, pursuant to the Fifth Amendment, and in addition to any other collateral granted to Bank from time to time, granted, and hereby grants to the Bank a continuing, first priority security interest in and to, and chattel mortgage lien on, all of the Borrower's right, title and interest in and to the following (the "Collateral"), to have and to hold all and every part of the Collateral unto the Bank, its successors and assigns, for its and their own use and benefit forever:

(a) the Railcars;

(b) all improvements, additions, modifications, accessions, equipment, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired, and all substitutions and replacements of the Railcars described above (the Railcars and the equipment described in this subsection (b) herein being hereinafter sometimes collectively called the "Equipment Collateral")

(c) All of Borrower's right, title and interest in and to all moneys and claims for moneys due and to become due to Borrower, its successors or assigns, (i) arising out of or in any way connected with the present or future use, operation, lease or management of the Equipment Collateral or arising out of or in any way connected with any and all present and future requisitions, leases, bills of lading, contracts and other engagements of affreightment or for the carriage or transportation of cargo, mail and/or passengers, and other operations of the Equipment Collateral. and (ii) all claims for damages, arising out of the breach of any and all present and future leases, commitments to lease, bills of lading, contracts and other engagements of affreightment or for the carriage or transportation of cargo, mail and/or passengers, and

operations of every kind whatsoever of the Equipment Collateral and in and to any and all claims and causes of action for money, loss or damages that may accrue or belong to Borrower related to the Equipment Collateral;

(d) all proceeds, casualty value payments or proceeds, settlement payments and requisition compensation from the sale, loss or other disposition of the Equipment Collateral;

(e) all rights, claims and causes of action, if any, that the Borrower may have now or in the future against any seller of the Equipment Collateral under the applicable Purchase Agreement or any manufacturer or re-builder of the Equipment Collateral (or any component thereof) or any other party, by Contract or otherwise, in respect of any defect in the Equipment Collateral or any part thereof;

(f) all damages from time to time payable to or receivable by Borrower in respect of the Equipment Collateral;

(g) all proceeds (cash and non-cash) thereof; and

(h) all books and records relating to any of the foregoing.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS.

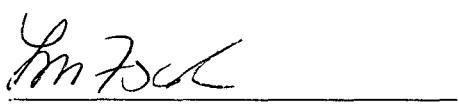
SOUTHERN ILLINOIS RAILCAR COMPANY

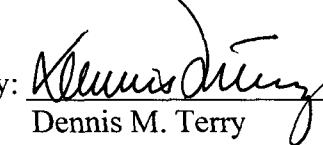


By:  (SEAL)
Fred L. Parsons
President

WITNESS:

MERCANTILE BANK NATIONAL
ASSOCIATION



By:  (SEAL)
Dennis M. Terry
Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF Madison)

On this 22 day of December, 1999, before me, a Notary Public of the County and State aforesaid, personally appeared **Fred L. Parsons**, to me personally known, who being by me duly sworn, says that he is the President of SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Melanie A Nolen

Notary Public

My commission expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF Madison)



On this 22 day of December, 1999, before me, a Notary Public of the County and State aforesaid, personally appeared **Dennis M. Terry**, to me personally known, who being by me duly sworn, says that he is Vice President of MERCANTILE BANK NATIONAL ASSOCIATION, a national banking corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

Melanie A Nolen

Notary Public

My commission expires:



Exhibit A-1

(List of Original Railcars)

EXHIBIT A-1

Car Number	Original Car No.	Car Number	Original Car No.	Car Number	Original Car No.
AT57303680	AT57303680	AT57305484	AT57305484	AT57311689	AT57311689
TX 006167	AT57306119	TX 006168	AT57306475	AT57311953	AT57311953
TX 006176	AT57306127	TX 006169	AT57306132	AT57311697	AT57311697
TX 006203	AT57306160	AT57305896	AT57306188	AT573112012	AT573112012
TX 006168	AT57306161	TX 006170	AT57306170	AT573114057	AT573114057
AT57306084	AT57306164	TX 006171	AT57306718	AT573114075	AT573114075
TX 006170	AT57306168	TX 006172	AT57306724	AT573114144	AT573114144
TX 006171	AT57306242	TX 006173	AT57306758	AT573114664	AT573114664
TX 006172	AT57306243	AT57305362	AT57306862	AT573115227	AT573115227
TX 006176	AT57306333	TX 006179	AT57306942	AT573116083	AT573116083
TX 006173	AT57306382	TX 006183	AT57306947	AT573116145	AT573116145
TX 006174	AT57306390	TX 006194	AT57306678	AT573116444	AT573116444
TX 006175	AT57306393	AT57306086	AT57306886	AT573116886	AT573116886
TX 006177	AT57306398	TX 006195	AT57306697	AT573117235	AT573117235
TX 006178	AT57306399	TX 006196	AT57306698	AT573117869	AT573117869
TX 006176	AT57306440	TX 006197	AT57306106	AT573118079	AT573118079
TX 006203	AT57306438	TX 006198	AT57306139	AT573118132	AT573118132
TX 006223	AT57306438	TX 006199	AT57306215	AT57311818	AT57311818
TX 006222	AT57306439	TX 006212	AT57306227	AT573118337	AT573118337
TX 006177	AT57306462	TX 006200	AT57306234	AT57311834	AT57311834
AT57306464	AT57306474	TX 006213	AT57306337	AT573118627	AT573118627
AT57306474	AT57306474	TX 006201	AT57306346	AT573118876	AT573118876
TX 006201	AT57306675	AT57306381	AT57306383	AT573119101	AT573119101
TX 006279	AT57306689	TX 006202	AT57306416	AT573119178	AT573119178
AT57306434	AT57306734	TX 006159	AT57306437	AT573119289	AT573119289
TX 006220	AT57306462	TX 006317	AT57306438	AT573119437	AT573119437
TX 006189	AT57306491	AT57306444	AT57306444	AT573119502	AT573119502
AT57306433	AT57306481	AT57306444	AT57306444	AT573119553	AT573119553
AT57306486	AT57306486	TX 006229	AT57306380	AT573119667	AT573119667
TX 006214	AT57306487	AT57306386	AT57306518	AT573119717	AT573119717
AT57306493	AT57306493	AT57306466	AT57306518	AT573119713	AT573119713
AT57306493	AT57306493	AT57306467	AT57306518	AT573119713	AT573119713
TX 006181	AT57306493	AT57306468	AT57306518	AT573119837	AT573119837
AT57306493	AT57306493	AT57306469	AT57306518	AT573119856	AT573119856
TX 006183	AT57306521	AT57306470	AT57306518	AT573119860	AT573119860
AT57306516	AT57306516	AT57306471	AT57306518	AT573119895	AT573119895
TX 006210	AT57306519	AT57306472	AT57306518	AT573119957	AT573119957
TX 006184	AT57306528	AT57306473	AT57306518	AT573119958	AT573119958
TX 006188	AT57306536	AT57306474	AT57306518	AT573119959	AT573119959
AT57306537	AT57306537	AT57306475	AT57306518	AT573119960	AT573119960
AT57306573	AT57306573	AT57306476	AT57306518	AT573119964	AT573119964
TX 006206	AT57306584	AT57306477	AT57306518	AT573119968	AT573119968
AT57306448	AT57306448	AT57306478	AT57306518	AT573119970	AT573119970
AT57306540	AT57306540	AT57306479	AT57306518	AT573119974	AT573119974
AT57306540	AT57306540	AT57306480	AT57306518	AT573119974	AT573119974
TX 006187	AT57306549	AT57306481	AT57306518	AT573119976	AT573119976

EXHIBIT A-1

Continued

CAR Number	Original CAR No.	CAR Number	Original CAR No.
STR412829	AT87101521	CDX446460	AT87101545
TM 006225	AT87102326	CDX446461	AT87102344
TM 006155	AT87302748	CDX446462	AT87102384
TM 006147	AT87302871	TM 006164	AT87312651
AT87304026	AT87304726	TM 008163	AT87312774
TM 006182	AT87304116	SIRX460304	AT87314009
AT87304191	AT87304191	SIRX460303	AT87314487
TM 006226	AT87304404	SIRX460307	AT87314430
TM 006145	AT87304432	SIRX460306	AT87314738
AT87304796	AT87304796	SIRX460308	AT87315147
TM 006227	AT87304976		
AT87304997	AT87304997		
TM 006157	AT87305650		
TM 006158	AT87306024		
AT87306001	AT87306031		
AT87306842	AT87306842		
AT87306847	AT87306847		
AT87307107	AT87307107		
TM 006149	AT87307613		
TM 006162	AT87307689		
AT87308001	AT87308001		
TM 006224	AT87307708		
AT87308045	AT87308045		
TM 006181	AT87308051		
TM 006231	AT87308118		
TM 006159	AT87308441		
AT87308473	AT87308473		
TM 006154	AT87308528		
TM 006150	AT87308528		
TM 006213	AT87309348		
TM 006222	AT87309499		
TM 006165	AT87309603		
TM 006156	AT87309654		
AT87310523	AT87310533		
TM 006166	AT87311004		
TM 006132	AT87311018		
TM 006210	AT87311121		
TM 006153	AT87311516		
TM 006152	AT87311531		
TM 006161	AT87311620		
TM 006148	AT87311650		
AT87321888	AT87321888		
AT87321888	AT87321888		
AT87311957	AT87311957		
SIRX466014	AT87312026		
AT87312172	AT87312172		

EXHIBIT A-1

Continued

1. ATSF 302491	26. ATSF 301891	51. ATSF 318438
2. ATSF 301508	27. ATSF 301691	52. ATSF 314263
3. ATSF 303444	28. ATSF 301694	53. ATSF 314358
4. ATSF 303420	29. ATSF 301731	54. ATSF 315121
5. ATSF 303444	30. ATSF 301744	55. ATSF 303444
6. ATSF 303495	31. ATSF 301749	56. ATSF 306831
7. ATSF 303707	32. ATSF 303444	57. ATSF 301532
8. ATSF 304026	33. ATSF 303867	58. ATSF 301578
9. ATSF 304100	34. ATSF 304191	59. ATSF 301666
10. ATSF 304185	35. ATSF 304652	60. ATSF 301676
11. ATSF 304124	36. ATSF 304976	61. ATSF 302345
12. ATSF 304160	37. ATSF 305111	62. ATSF 302491
13. ATSF 304159	38. ATSF 305731	63. ATSF 302624
14. ATSF 304187	39. ATSF 306226	64. ATSF 302985
15. ATSF 304793	40. ATSF 306912	65. ATSF 303354
16. ATSF 306114	41. ATSF 306992	66. ATSF 303871
17. ATSF 306222	42. ATSF 307061	67. ATSF 303884
18. ATSF 306447	43. ATSF 307728	68. ATSF 303494
19. ATSF 306842	44. ATSF 308947	69. ATSF 303542
20. ATSF 307200	45. ATSF 309737	70. ATSF 303617
21. ATSF 308019	46. ATSF 310523	71. ATSF 303727
22. ATSF 308446	47. ATSF 310442	
23. ATSF 309087	48. ATSF 310462	
24. ATSF 301523	49. ATSF 311088	
25. ATSF 301553	50. ATSF 311096	

EXHIBIT A-1
Continued
1998 Railcars

NAEK480851	Jun-79
NAEK480856	May-79
NAEK480857	May-79
NAEK480858	Jun-79
NAEK480860	May-79
NAEK480861	May-79
NAEK480868	May-79
NAEK480874	May-79
NAEK480876	Aug-79
NAEK480877	Aug-79
NAEK480879	Jul-79
NAEK480880	9-Jul
NAEK480886	Aug-79
NAEK480887	Aug-79
NAEK480889	Jun-79
NAEK480890	Jun-79
NAEK480893	Jun-79
NAEK480898	Jun-79
NAEK480899	Jun-79
NAEK490202	Nov-75
NAEK490218	Nov-75
NAEK490222	Nov-75
NAEK490226	Nov-75
NAEK490229	Nov-75
NAEK490230	Nov-75
NAEK490237	Nov-75
NAEK490249	Nov-75
NAEK490257	Nov-75
NAEK490262	Nov-75
NAEK490263	Nov-75
NAEK490265	Nov-75
NAEK490277	Nov-75
NAEK490291	Nov-75
NAEK490292	Nov-75
NAEK490300	Nov-75
NAEK490310	Nov-75
NAEK490334	Nov-75
NAEK490364	Oct-75
NAEK800107	Dec-75
NAEK800133	Jun-75
NAEK800416	Feb-75
NAEK800506	Jun-75
NAEK800612	Jun-75
PLCX012963	May-79
PLCX013566	Jun-75
PLCX013650	Jun-75
PLCX016460	Jan-75
PLCX018026	Jan-79
PLCX018303	Jan-79

EXHIBIT A-1
Continued
1998 Railcars

NAHX476882	May-78
NAHX476929	Jun-78
NAHX477206	Jun-78
NAHX478357	Dec-78
NAHX478404	Aug-78
NAHX478507	Aug-78
NAHX478982	May-78
NAHX479064	May-78
NAHX479080	May-78
NAHX479187	May-78
NAHX479206	May-78
NAHX479339	Jun-78
NAHX479342	Jun-78
NAHX479581	Nov-78
NAHX479582	Nov-78
NAHX479591	Nov-78
NAHX479632	Nov-78
NAHX479658	Dec-78
NAHX479680	Nov-78
NAHX479691	Nov-78
NAHX479693	Dec-78
NAHX479695	Nov-78
NAHX479760	Dec-78
NAHX479774	Dec-78
NAHX479808	Dec-78
NAHX479822	Dec-78
NAHX479835	Dec-78
NAHX479849	Dec-78
NAHX480065	Apr-79
NAHX480106	May-79
NAHX480107	Apr-79
NAHX480117	Apr-79
NAHX480151	Apr-79
NAHX480171	Apr-79
NAHX480225	May-79
NAHX480271	May-79
NAHX480284	May-79
NAHX480298	May-79
NAHX480313	May-79
NAHX480341	May-79
NAHX480348	May-79
NAHX480352	May-79
NAHX480380	May-79
NAHX480531	Apr-79
NAHX480781	May-79
NAHX480825	May-79
NAHX480829	May-79
NAHX480832	May-79
NAHX480880	May-79

EXHIBIT A-1
Continued
1998 Railcars

PLCX018377	Jan-79
PLCX018421	Jan-79
PLCX018502	Jan-79
PLCX018778	Mar-79
PLCX018861	Mar-79
PLCX018872	Mar-79
PLCX018873	Mar-79
PLCX018942	Mar-79
PLCX019083	Mar-79
PLCX019098	Mar-79
PLCX019125	Mar-79
PLCX019170	Mar-79
PLCX019171	Mar-79
PLCX019183	Mar-79
PLCX019197	Mar-79
PLCX019655	Aug-79
PLCX019750	Aug-79
PLCX020525	Feb-80
PLCX020591	Mar-80
PLCX021277	Sep-79
PLCX021314	Sep-79
PLCX021341	Sep-79
PLCX021387	Sep-79
PLCX021417	Sep-79
PLCX021427	Sep-79
PLCX021429	Sep-79
PLCX021435	Sep-79
PLCX021802	Oct-79
PLCX021914	Oct-79
PLCX021944	Nov-79
PLCX022387	Oct-80
PLCX022397	Oct-80
PLCX022399	Oct-80
PLCX022456	Oct-80
PLCX023956	May-80
PLCX023999	Oct-80
PLCX027001	Dec-77
PLCX027048	Jul-77
PLCX027132	Dec-78
PLCX027316	Jan-78
PLCX027429	Jan-78
PLCX027432	Jan-78
PLCX027440	Oct-77
PLCX027444	Nov-78
PLCX027447	Dec-78
PLCX027449	Jan-79
PLCX027453	Jan-79
PLCX027500	Mar-80
PLCX027630	Jul-77

EXHIBIT A-1continued
1998 Railcars

Car Number	Built Date
NS 001538	Jan-79
NS 001541	Jan-79
ITLX023004	Feb-79
ITLX024001	Aug-79
ITLX024016	Aug-79
ITLX024017	Aug-79
ITLX024018	Sep-79
ITLX024019	Aug-79
ITLX024022	Aug-79
ITLX024023	Jun-79
ITLX024025	Sep-79
ITLX024028	Aug-79
ITLX024029	Sep-79
ITLX024035	Aug-79
ITLX024039	Sep-79
ITLX024040	Jun-79
ITLX024046	Jun-79
ITLX024047	Aug-79
ITLX024049	Aug-79
ITLX024050	Aug-79
ITLX024052	Jun-79
ITLX024053	Sep-79
ITLX024054	Aug-79
ITLX024057	Aug-79
ITLX024058	Aug-79
ITLX024059	Aug-79
ITLX024060	Jun-79
ITLX024061	Aug-79
ITLX024062	Jun-79
ITLX024063	Jun-79
ITLX024066	Aug-79
ITLX024068	Aug-79
ITLX024106	Sep-79
ITLX024114	Sep-79
ITLX024118	Aug-79
ITLX024121	Aug-79
NAEX009025	Apr-75
NAEX009127	Apr-75
NAEX011000	Oct-78
NAEX011001	Oct-78
NAEX011011	Oct-78
NAEX011020	Oct-78
NAEX011024	Oct-78
NAEX011028	Oct-78
NAEX012201	Oct-78
NAEX476307	Jul-75
NAEX476390	Jun-75
NAEX476500	Jun-75

EXHIBIT A-1
Continued
1998 Railcars

PLCX027631	Oct-78
PLCX027641	Aug-78
PLCX027648	Jan-79
PLCX027998	Feb-78
PLCX028118	Nov-78
PLCX028171	Feb-79
PLCX028271	Jul-77
PLCX028291	Dec-78
PLCX028293	Dec-78
PLCX028296	Dec-78
PLCX028300	Dec-78
PLCX028305	Dec-78
PLCX028313	Jan-79
PLCX028320	Jan-79
PLCX028323	Jan-79
PLCX028327	May-79
PLCX028638	Jan-81
PTLX014046	Dec-73
PTLX014106	Feb-74
PTLX014263	Jan-74
PTLX014369	Jan-74
PTLX014508	May-74
PTLX014595	May-74
PTLX014690	May-74
PTLX014740	May-74
PTLX014866	Jul-74
PTLX014910	Aug-74
PTLX014968	Sep-74
PTLX015045	Sep-74
PTLX015252	Nov-74
PTLX015354	Dec-74
PTLX015510	Jan-75
PTLX015515	Jan-75
PTLX015813	Feb-75
PTLX015824	Jan-75
PTLX015842	Jan-75
PTLX015902	Feb-75
PTLX015908	Feb-75
PTLX015917	Jan-75
PTLX015919	Jan-75
PTLX015941	Jan-75
PTLX015970	Jan-75
PTLX015983	Jan-75
PTLX017013	Feb-75
PTLX017028	Feb-75
PTLX017035	Feb-75
PTLX017037	Feb-75
PTLX017062	Jan-75
PTLX017063	Jan-75

EXHIBIT A-1
Continued
1998 Railcars

PTLK017071	Feb-75
PTLK017075	Jan-75
PTLK017082	Feb-75
PTLK017096	Feb-75
PTLK017134	May-75
PTLK017161	Apr-75
PTLK017196	May-75
PTLK017197	Jan-75
PTLK017199	Jan-75
PTLK017717	Aug-75
PTLK017731	Aug-75
PTLK017762	Aug-75
PTLK017774	Aug-75
PTLK017776	Aug-75
PTLK017798	Aug-75
PTLK017900	Aug-75
PTLK017906	Aug-75
PTLK017909	Aug-75
PTLK017977	Aug-75
PTLK018003	Aug-75
PTLK031251	Mar-73
PTLK031374	Apr-73
PTLK033416	Mar-73
PTLK033472	Jan-73
PTLK033694	Apr-73
PTLK033784	May-73
PTLK033824	May-73
PTLK034006	Sep-73
PTLK034145	Sep-73
PTLK034168	Sep-73
PTLK034375	Oct-73
PTLK034422	Oct-73
PTLK034476	Jun-74
PTLK034704	Oct-73
PTLK034774	Dec-73
PTLK034902	Dec-73
PTLK034945	Dec-73
TLCK030261	Jan-70
TLCK030332	Oct-70
TLCK030534	Jan-70
TLCK030551	Jan-70
TLCK030638	Jan-70
TLCK030896	Jan-70
TLCK031220	Jun-71
TLCK0315009	Jan-69
UFLX018218	Jul-77
UFLX020773	Jan-79
UFLX020777	Jan-78
UFLX020779	Jan-78

EXHIBIT A-1
Continued
1998 Railcars

USLX020806	Feb-79
USLX020808	Jan-79
USLX020813	Feb-79
USLX020865	Nov-78
USLX020870	Jan-79
USLX026048	Jan-79
USLX026064	Jan-79

Exhibit A-2
(List of Second Amendment Railcars)

See Exhibit A-1

Exhibit A-3
(List of Third Amendment Railcars)

See Exhibit A-1

Exhibit A-4
(List of Fourth Amendment Railcars)

Exhibit # A-4

Car Number	Original Car Number
SIRX280004	DEEX009042
SIRX280005	DEEX009047
SIRX280006	DEEX009056
SIRX280007	DEEX009064
SIRX280008	DEEX009066
SIRX280009	DEEX009075
SIRX280010	DEEX009085
SIRX280011	DEEX009094
SIRX280012	DEEX009096
SIRX280021	DEEX009153
SIRX280022	DEEX009154
SIRX280023	DEEX009156
SIRX280024	DEEX009157
SIRX280025	DEEX009161
SIRX280026	DEEX009162
SIRX280027	DEEX009165
SIRX280028	DEEX009174
SIRX280029	DEEX009182
SIRX280030	DEEX009198
SIRX280031	DEEX009202
SIRX280032	DEEX009205
SIRX280033	DEEX009211
SIRX280042	DEEX009256
SIRX280043	DEEX009262
SIRX280044	DEEX009271
SIRX280045	DEEX009285
SIRX280046	DEEX009292
SIRX280047	DEEX009299
SIRX280048	SSMX007003
SIRX280049	SSMX007089

Exhibit A-4
Continued

DEEX009010
DEEX009019
DEEX009029
DEEX009039
DEEX009105
DEEX009115
DEEX009120
DEEX009127
DEEX009132
DEEX009134
DEEX009135
DEEX009141
DEEX009219
DEEX009228
DEEX009229
DEEX009230
DEEX009236
DEEX009241
DEEX009245
DEEX009246

Exhibit A-5

(List of Fifth Amendment Railcars)

<u>Number</u>	<u>Orig. Car No.</u>
SIRX290014	ATSF301410
SIRX290015	ATSF301483
SIRX004000	MCPX004000
SIRX004001	MCPX004001
SIRX004004	<i>MCPX004004</i>
SIRX004014	MCPX004014
SIRX004022	HEQX004022
SIRX004030	MCPX004030
SIRX004032	HEQX004032
SIRX004036	MCPX004036
SIRX004042	MCPX004042
SIRX004046	MCPX004046
SIRX040251	SEE COMMENT
SIRX400176	KCS 000106
SIRX400179	KCS 000138
SIRX400180	KCS 000160
SIRX400181	KCS 000163
SIRX400182	KCS 000182
SIRX400183	KCS 000185
SIRX400184	KCS 000186
RGCX033114	KCS 005201
RGCX033115	KCS 005204
RGCX033116	KCS 005241
RGCX033117	KCS 005259
RGCX033118	KCS 005267
RGCX033119	KCS 005282
RGCX033120	KCS 005295
RGCX033121	KCS 005298
SIRX004050	MCPX004050
SIRX400373	ATSF301548
SIRX400374	ATSF301660
SIRX400375	ATSF301698
SIRX400376	ATSF301768
SIRX400397	ATSF301521
SIRX400408	ATSF400001
SIRX442862	ATSF302181
TM 006248	ATSF302292

Exhibit A-5

(List of Fifth Amendment Railcars)

<u>Number</u>	<u>Orig. Car No.</u>
SIRX290014	ATSF301410
SIRX290015	ATSF301483
SIRX004000	MCPX004000
SIRX004001	MCPX004001
SIRX004004	MCPX004004
SIRX004014	MCPX004014
SIRX004022	HEQX004022
SIRX004030	MCPX004030
SIRX004032	HEQX004032
SIRX004036	MCPX004036
SIRX004042	MCPX004042
SIRX004046	MCPX004046
SIRX040251	SEE COMMENT
SIRX400176	KCS 000106
SIRX400179	KCS 000138
SIRX400180	KCS 000160
SIRX400181	KCS 000163
SIRX400182	KCS 000182
SIRX400183	KCS 000185
SIRX400184	KCS 000186
RGCX033114	KCS 005201
RGCX033115	KCS 005204
RGCX033116	KCS 005241
RGCX033117	KCS 005259
RGCX033118	KCS 005267
RGCX033119	KCS 005282
RGCX033120	KCS 005295
RGCX033121	KCS 005298
SIRX004050	MCPX004050
SIRX400373	ATSF301548
SIRX400374	ATSF301660
SIRX400375	ATSF301698
SIRX400376	ATSF301768
SIRX400397	ATSF301521
SIRX400408	ATSF400001
SIRX442862	ATSF302181
TM 006248	ATSF302292